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WASHINGTON, D. C. 20006-3458

(202) 659-9750

CRAIG S. MCCOY
(1943-1979)

CABLE ADDRESS
"CRAB"

TELECOPIER
(202) 452-0067

March 21, 1991

VIA FEDERAL EXPRESS
AIRBILL NO. 7841866970

REC'D MASS MEDIA BUR

MAR 27 1991

CALL SIGN DESK

Federal Communications Commission
Mass Media Services
P.O. Box 358165
Pittsburgh, PA 15251-5165

ATTN: Call Sign Desk

Re: KSNO(AM), Aspen, Colorado
FCC File No. BAL-910220EC
Request for Call Sign Change

PN 155 requesting
call letters
KSNO(AM) → KRKE

Gentlemen:


On behalf of Gardiner Broadcast Partners, Ltd., the proposed assignee of standard broadcast station KSNO(AM), and pursuant to FCC Rule § 73.3550(c), we hereby request that the call sign of KSNO be changed to KRKE, effective upon consummation of the proposed transaction assigning that station from the current licensee, Dayton Heidelberg Distributing Co. to Gardiner Broadcast Partners, Ltd.

In the event that the call sign KRKE is not available, we hereby request that the call sign KRKE be assigned to this station upon consummation of the assignment.

Enclosed with this request is a check payable to the Federal Communications Commission in the amount of \$55.00 to cover the filing fee for this request.

Should there be any questions concerning this matter, please communicate with the undersigned counsel.

Very truly yours,


David M. Silverman

Enclosure

P.S. Please note that no call sign change is proposed for
KSNO-FM.

NRK 910-191

GARDINER BROADCASTING
C O R P O R A T I O N

Aug 16 11 14 AM '91
Aug 14 10 05 AM '91
AUDIO SERVICES
RECEIVED

August 9, 1991

RECEIVED
AUG 20 1991
FM BRANCH

FM Branch
Audio Services Division
Mass Media Bureau
Federal Communications Commission
Washington, D. C. 20554

RE: 8910 Radio Station KSNO, KSNO-FM,
BAL-910220EC
BALH-910220ED

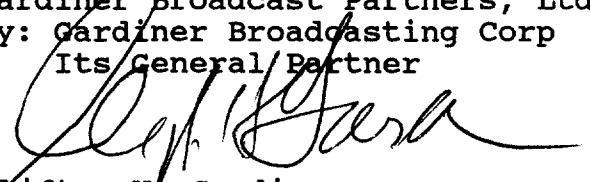
Gentlemen:

This letter will advise you that the above referenced assignment of licenses for KSNO and KSNO-FM was consummated on August 9, 1991.

Also please change the address for the station to:
Radio Station KSNO, KSNO-FM
Gardiner Broadcast Partners, Ltd.
P.O. Box 5559
Avon, CO 81620

(303) 949-0140

Yours truly,
Gardiner Broadcast Partners, Ltd
By: Gardiner Broadcasting Corp
Its General Partner


Clifton H. Gardiner
President

RECEIVED
AUG 22 1991
FM EXAMINERS

KSMT-FM
KZYR-FM
KSNO-AM
KSNO-FM

NLL 96-191

BY-LAWS
OF
GARDENER BROADCASTING CORPORATION

ARTICLE ONE

Offices

1.1 Offices. The board of directors shall have the power and authority to establish and change the principal office and branch or subordinate offices at any locations within or outside the State of Colorado.

1.2 Registered Office and Agent. The corporation shall have and continuously maintain in the State of Colorado a registered office, which may be the same as its principal office, and a registered agent whose business office is identical with such registered office. The initial registered office and the initial registered agent are specified in the Articles of Incorporation. The corporation may change its registered office or change its registered agent, or both, upon filing a statement as specified by law in the office of the Secretary of State of Colorado.

ARTICLE TWO

Shareholders

2.1 Annual Meeting. The annual meeting of the shareholders shall be held at 10:00 o'clock in the morning on the 15th day in the second month following the end of each fiscal year, beginning with the year 1989, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as is convenient.

2.2 Special meeting. Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by

statute, may be called by the president, by the board of directors or by the request of the holders of not less than 1/2 of all the outstanding shares of the corporation entitled to vote at the meeting.

2.3 Place of Meeting. The board of directors may designate any place within or without the State of Colorado as the place of meeting for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Colorado, as the place for the holding of such meeting. If no designation is made, or if a special meeting shall be called otherwise than by the board, the place of the meeting shall be the principal office of the corporation.

2.4 Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 nor more than 30 days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at the address of the shareholder as it appears on the stock transfer books of the corporation, with first class postage thereon prepaid, not less than three days prior to the commencement of the above stated notice period. If requested by the person or persons lawfully calling such meeting, the secretary shall give notice thereof at corporate expense. Any shareholder may waive notice of any meeting.

2.5 Closing Transfer Books. For the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or to make a determination of shareholders for any other proper purpose, the board of directors of the corporation may provide that the stock transfer books shall be closed for a stated period, but not to exceed 30 days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of, or to vote at, a meeting of shareholders, such books shall be closed for at least 10 days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of such shareholders, such date in any event to be not more than 30

days, and in case of a meeting of stockholders, not less than 10 days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of, or to vote at, a meeting of shareholders, or of shareholders entitled to receive payment of a dividend, the date that notice of the meeting is mailed or the date on which the resolution is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of the closing has expired.

2.6 Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least 10 days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. For a period of 10 days prior to such meeting, this list shall be kept on file at the principal office of the corporation, whether within or outside Colorado, and shall be subject to inspection of any shareholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

2.7 Quorum. A majority of the then outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At a readjoined meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by law or the articles or incorporation.

2.8 Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

2.9 Voting of Outstanding Shares. Each outstanding share, regardless of class, shall be entitled to one vote, and each fractional share shall be entitled to a corresponding fractional vote on each matter submitted to a vote at a meeting or shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the articles of incorporation as permitted by the Colorado Corporation Code. Voting for directors and, upon demand, of any question at any meeting, shall be by ballot.

2.10 Voting of Treasury Shares. Treasury shares shall not be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

2.11 Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the shareholders, and may be stated as such in any articles or document filed with the Secretary of State of Colorado under the Colorado Corporation Code.

2.12 Order of Business. The order of business at all meetings of the shareholders shall be as follows:

1. Roll call; and if a quorum is present,
2. Reading the minutes of the preceding meeting and action thereon;
3. Reports of officers;
4. Reports of committees;
5. Election of directors (if a proper meeting therefor);
6. Unfinished business;
7. New business;
8. Other matters;
9. Adjournment.

ARTICLE THREE

Directors

3.1 General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided in the Colorado Corporation Code or the articles of incorporation.

3.2 Number, Tenure, and Qualifications. The number of directors of the corporation shall be at least 3, but no more than 9, however if there are fewer than 3 shareholders, the number of directors may equal the number of shareholders. Subject to such limitation, the number of directors shall be fixed by resolution of the board of directors, and may be increased or decreased by resolution of the board of directors, but no decrease shall have the effect of shortening the term of any incumbent director. Directors shall be elected at each annual meeting of shareholders. Each director shall hold office until the next annual meeting of shareholders and thereafter until such director's successor shall have been elected and qualified. Directors need not be shareholders. Directors need not be residents of the State of Colorado and shall be removable in the manner provided by the statutes of the State of Colorado. The board of directors may appoint one or more advisory directors who shall be permitted to attend meetings of the board of directors and participate in discussions, however, advisory directors shall not vote at such meetings.

3.3 Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an election at an annual meeting or at a special meeting of shareholders called for that purpose, and a director so chosen shall hold office for the term specified in Section 3.2 above.

3.4 Regular Meetings. A regular meeting of the board of directors shall be held without notice other than this by-law immediately after and at the same place as the annual meeting of shareholders. The board of directors may provide by resolution

the time and place, either within or outside Colorado, for the holding of additional regular meetings without other notice than such resolution.

3.5 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any director. The person authorized to call special meetings of the board of directors may fix any place, either within or outside Colorado, as the place for holding any special meeting of the board of directors called by them.

3.6 Notice. Notice of any special meeting shall be given at least three days prior thereto by written notice delivered personally or mailed to each director at the business address of the director or by telegram. If mailed, such shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

3.7 Quorum. A majority of the elected directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.8 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

3.9 Compensation. By resolution of the board of directors, any director may be paid any one or more of the following: expenses, if any, of attendance at meetings; a fixed sum for attendance at each meeting; and a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

3.10 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which

any action on any corporate matter is taken shall be presumed to have assented to the action taken unless such directors' dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11 Executive and Other Committees Authorized. The board of directors, by resolution adopted by a majority of the entire board of directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, shall have all of the authority of the board of directors. The board of directors may provide by resolution such powers, limitations, and procedures for such committees as the board deems advisable. However, no such executive or other committee shall have the authority of the board of directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending to the shareholders the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the shareholders a voluntary dissolution of the corporation or a revocation thereof, or amending these bylaws. No such delegation of authority shall operate to relieve the board of directors or any member of the board from any responsibility imposed by the Colorado Corporation Code.

3.12 Informal Action by Directors and Executive Committee. Any action required or permitted to be taken at a meeting of the directors or executive committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors or executive committee and may be stated as such in any articles or documents filed with the Secretary of State of Colorado under the Colorado Corporation Code.

3.13 Presiding and Recording Officers. The president, or in the president's absence, the vice-president, shall act as chairperson and preside at all meetings of the board of directors unless the board of directors elects a chairperson who is not president. The secretary of the corporation shall act as secretary and recording officer of all meetings of the board of

directors, and in the secretary's absence the presiding officer may appoint another person to act as secretary.

3.14 Order of Business. The board of directors may from time to time determine the order of business at its meetings. The usual order of business at such meetings shall be as follows:

1. Roll call; and if a quorum be present,
2. Reading of the minutes of preceding meeting and action thereon;
3. Reports of officers;
4. Reports of committees;
5. Unfinished business;
6. New business;
7. Other matters;
8. Adjournment.

3.15 Payments Disallowed as Tax Deductions. Any payments made by the corporation to an employee and/or officer of the corporation, including, but without limitation, compensation, salary, commissions, bonuses, interest and rent and reimbursement of medical, travel, entertainment or similar expenses which shall be disallowed, judicially or otherwise, in whole or in part, as a deductible expense to the corporation for federal and/or state income tax purposes shall be repaid to the corporation by such recipient in the full amount of such disallowance. It shall be the duty of the board of directors to enforce total repayment of each such amount disallowed, provided, however, that the directors may, in their discretion, withhold from such recipient's future compensation proportionate amounts until the amount due and owing the corporation has been received in full.

ARTICLE FOUR

Officers and Agents

4.1 General. The officers of the corporation shall be a president, a secretary and a treasurer. One or more vice presidents may be appointed. The board of directors may appoint such other officers, assistant officers, committees, and agents, including a chairperson of the board, as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the board of directors. One person may hold any two offices, except that no person may simultaneously hold the offices of president and secretary. In all cases where the duties of any officer, agent, or employee are

not prescribed by the by-laws or by the board of directors, such officer, agent or employee shall follow the orders and instructions of the president. The office of vice-president is permissive only, and no person need be appointed to fill such an office because of these by-laws.

4.2 Election and Term of Office. The officers of the corporation shall be elected by the board of directors annually at the first meeting of the board held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until the first of the following to occur: until such officer's successor shall have been duly elected and shall have qualified; until death; until such officer shall resign; or until such officer shall have been removed in the manner hereinafter provided.

4.3 Removal. Any officer or agent may be removed by the board of directors or by the executive committee whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

4.5 President. The president shall be the chief executive officer of the corporation and shall preside at all meetings of shareholders and of the board of directors. Subject to the direction and control of the board of directors, the president shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. The president may execute contracts, deeds and other instruments on behalf of the corporation as is necessary and appropriate. The president shall designate the officers and employees who are to provide services in behalf of the corporation to its customers to the extent the corporation provides services. The president shall perform such additional functions and duties as are appropriate and customary for the office of president and as the board of directors may prescribe from time to time.

4.6 Vice-Presidents. The vice-presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. In the absence of the president, the vice-president designated by the board of directors or, if there be no such designation, designated in writing by the president shall have the powers and perform the duties of the president. If no such designation shall be made, all vice-presidents may exercise such powers and perform such duties. Differing classes of vice presidents may be created by the board of directors.

4.7 Secretary. The secretary shall: (a) keep the minutes of the proceedings of the shareholders, executive committee and the board of directors; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and affix the seal to all documents when authorized by the board of directors; (d) keep at its registered office or principal place of business a record containing the names and addresses of all shareholders and the number and class of shares held by each, unless a record shall be kept at the office of the corporation's transfer agent or registrar; (e) sign with the president, or a vice-president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation, unless the corporation has a transfer agent; and (g) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors. Assistant secretaries, if any are appointed by the board of directors, shall have the same duties and powers, subject to supervision by the secretary.

4.8 Treasurer. The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, evidences or indebtedness, and other personal property of the corporation and shall deposit the same in accordance with the instructions of the board of directors. The treasurer shall receive and give receipts and acquittances for monies paid in on account of the corporation, and shall pay out of the funds on hand all bills, payrolls and other lawful debts of the corporation of whatever nature upon maturity. The treasurer shall perform all other duties incident to the office of the treasurer and, upon request of the board, shall make such reports to it as may be required at any time. The treasurer shall, if required by the board, give the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful

performance of duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the treasurer belonging to the corporation. The treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the board of directors or the president. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer. The treasurer shall also be the principal accounting officer of the corporation. The treasurer shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations.

4.9 Salaries. The salaries of the officers shall be fixed from time to time by the board of directors. An officer shall not be prevented from receiving such salary by reason of the fact that such person is also a director of the corporation.

ARTICLE FIVE

Stock

5.1 Certificates. The shares of stock shall be represented by consecutively numbered certificates signed in the name of the corporation by its president or a vice-president and the secretary or an assistant secretary, and shall be sealed with the seal of the corporation. Certificates of stock shall be in such form consistent with law as shall be prescribed by the board of directors. No certificate shall be issued until the shares represented thereby are fully paid.

5.2 Consideration for Shares. Shares shall be issued for such consideration expressed in dollars (but not less than the par value thereof in the event the corporation issues par value stock) as shall be fixed from time to time by the board of directors. Treasury shares shall be disposed of for such consideration expressed in dollars as may be fixed from time to time by the board of directors. Such consideration may consist in whole or in part of money, other property, tangible or intangible, or in labor or services actually performed for the corporation.

5.3 Lost Certificates. In case of the alleged loss, destruction, or mutilation of a certificate of stock, the board of directors may direct the issuance of a new certificate in lieu thereof upon such terms and conditions in conformity with law as it may prescribe. The board of directors may, in its discretion, require a bond in such form and amount and with such surety as it may determine, before issuing a new certificate.

5.4 Transfer of Shares. Upon surrender to the corporation of a certificate of stock duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and such documentary stamps as may be required by law, it shall be the duty of the corporation to issue a new certificate, if such person is eligible to be a shareholder under the articles of incorporation of the corporation. Every transfer of stock shall be entered on the stock book of the corporation, which shall be kept at its principal office. The corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as may be required by the laws of the State of Colorado.

5.5 Restrictions on Transfer of Stock. No shareholder, either present or who may hereafter acquire stock in this corporation in accordance with the provisions hereinafter set out, shall transfer, alienate, or in any way dispose of any share of stock in the corporation unless such share shall first have been offered for sale to the corporation, which in turn shall notify other shareholders of the pending offer. If any shareholder during his lifetime desires to make any transfer, whether in the form of a sale, gift or otherwise, of any of his shares, such shareholder shall first offer in writing to sell such shares to the corporation for a sum of money equal to the net value thereof determined in the manner hereinafter provided, as of the end of the calendar month in which such offer is made. The corporation shall have the exclusive right, notwithstanding any other time limitation sought to be expressed in such offer, to purchase said stock on or before the 20th day of the next calendar month after such offer is made by the corporation shall be under no obligation to purchase any or all of such stock so offered. If the corporation does not exercise its option to purchase such shares on or before the 20th day of the next month after such offer is made, the shareholder desiring to sell his stock shall immediately notify the remaining shareholders, in writing, of his offer and the failure of the corporation to exercise its option and the remaining shareholders shall have twenty (20) days after receipt of such notice in which to exercise an option to purchase said stock, which option is hereby expressly granted. A shareholder shall be permitted to transfer, alienate, sell, assign or otherwise dispose of any share or shares of stock to others than shareholders of the corporation at the time of the transfer only after an offer has been made to the

corporation and its option period has expired without exercise followed by a notice of the offer to the remaining shareholders and expiration of their option, without exercise . Only if neither the corporation nor its shareholders exercise its or their option to purchase shall a shareholder be free to transfer, alienate, sell, assign or otherwise dispose of his stock to a person or corporation other than Gardiner Broadcasting Corporation, or its other shareholders. Failure of the corporation or the shareholders to purchase any share or shares of stock shall not, as to any future sale or transfer of said share or shares, discharge any such share or stock from any of the restrictions herein imposed. The price to be paid by the corporation or shareholders upon exercise of the options to purchase granted above shall be the book value of such shares, with proper adjustment to reflect the then current fair value of depreciable assets owned by the corporation as of the end of the calendar month in which such offer to sell is made, the value of said stock to be determined by the accountant then employed by said corporation. For the purpose of determining the value of such shares, the accounting methods and practices then currently followed by the corporation shall be used but if, in the opinion and sole judgment of the corporation's accountant some depreciable assets of the corporation are carried on the books of said corporation at less than their fair value, the accountant shall make such proper adjustment or allowance as he, in his sole judgment and discretion, deems proper to determine the value of such stock and his determination shall be conclusive and binding upon all parties. In the event of the death of any shareholder the corporation reserves and shall have the exclusive right and option to purchase his shares of stock from his estate or personal representative in the same manner provided above as though the deceased shareholder had made an offer to sell such shares to the corporation on the date of his death, but the purchase price for such shares, determined in the manner provided above, shall be the value as of the close of business at the end of the calendar month in which his death occurs and the corporation shall have sixty (60) days thereafter to notify the representative, heirs or devisees of the shareholder's estate of its election to purchase said stock together with any legal requirement necessary to effect a transfer of such stock, and if the corporation does not elect to exercise its option within such period of time the corporation shall notify the other shareholders of such offer within such sixty (60) day period and the other shareholders shall have twenty (20) days after receipt of such notice in which to exercise their option to purchase said stock, which option is hereby expressly granted. The corporation shall have an option to purchase any and all stock offered for sale by any means whatsoever, either voluntary or involuntarily, from any holder thereof and shall have the option to purchase any stock disposed of without notice to the corporation, as provided for above, from any purchaser whatsoever, unless there is affixed to the certificate or certificates representing such shares the following certificate duly signed by the President and attested

by the Secretary, with the seal of the corporation affixed thereto:

"This is to certify that the shares of the stock of the corporation represented by the attached Certificate No. _____, dated _____, in the name of _____, and evidencing the ownership by said named shareholder of _____ shares of the stock of said corporation were first duly offered by said shareholder (or by the shareholder's administrator, executor, heirs or devisees) to the corporation and then to the other shareholders of said corporation in compliance with Article Five of the By-laws of said corporation and were not purchased pursuant thereto; the restrictions against the transfer thereof by the said named shareholder which would otherwise apply by virtue of the provisions of said article are, pursuant to the terms of said article, suspended as to said shareholder and said shares until the _____ day of _____, 19____ when such restrictions will again be in full force and effect as to such shares in the ownership of such shareholder."

5.6 Transfer Agents, Registrars and Paying Agents. The board may, at its discretion, appoint one or more transfer agents, registrars and agents for making payment upon any class of stock, bond, debenture or other security of the corporation. Such agents and registrars may be located either within or outside of Colorado. They shall have such rights and duties and shall be entitled to such compensation as may be agreed.

ARTICLE SIX

Miscellaneous

6.1 Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

6.3 Checks, Drafts and Orders. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

6.5 Fiscal Year. The fiscal year of the corporation shall be established by the board of directors.

6.6 Dividends. The board of directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and on the terms and conditions provided by law and in the articles of incorporation.

6.7 Seal. The board of directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, and the word "Seal". The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the board of directors.

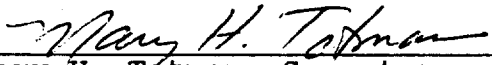
6.8 Waivers of Notice. Whenever notice is required by law, by the articles of incorporation, or by these by-laws, a waiver thereof in writing signed by the directors, shareholders, or other persons entitled to notice, whether before or after the time stated therein, shall be equivalent to giving such notice. The appearance by such director, shareholder, or other person at such meeting or (in the case of a shareholder meeting) by proxy, shall constitute a waiver of notice of such meeting, except where such director, shareholder, or other person entitled to notice attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.9 Indemnification of Officers and Directors. Each director and officer of the corporation, and each person who shall serve at its request as a director or officer of another corporation in which it is a shareholder or a creditor, whether or not then in office, and such person's successor, assigns and personal representative, shall be indemnified by the corporation against all costs and expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding

in which such person may be involved or to which such person may be made a party by reason of being or having been such director or officer, except in relation to matters as to which such person shall be finally adjudged in an action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the corporation is advised in a written opinion by its counsel that the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled as a matter of law or by agreement. The provisions of this Article shall apply to any member of any committee appointed by the board of directors as fully as though such person had been a director or officer of the corporation.

6.10 Amendment of By-laws. These by-laws may be altered, amended, or repealed and new by-laws may be adopted only by the shareholders.

I, Mary H. Tatman hereby certify that the foregoing by-laws are the by-laws of Gardiner Broadcasting Corporation, as in effect on the 7th day of April, 1988.



Mary H. Tatman, Secretary

[CORPORATE SEAL]

KSMT-FM
KZYR-FM
KSNO-AM
KSNO-FM

NUM 96-91



STATE OF COLORADO

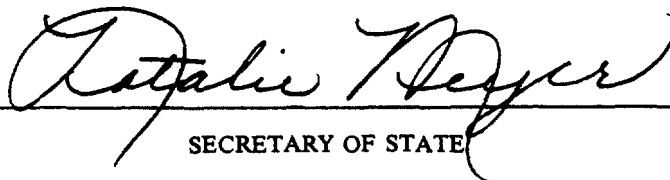
DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO GARDINER BROADCASTING CORPORATION.

Dated: APRIL 7, 1988



SECRETARY OF STATE

RECEIVED

APR 7 10 11 AM '88

DEPARTMENT OF STATE
STATE OF COLORADO

FILED

APR -7 1988

STATE OF COLORADO
DEPARTMENT OF STATE

ARTICLES OF INCORPORATION

OF

GARDINER BROADCASTING CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator being a natural person of the age of eighteen years or more and desiring to form a body corporate under the laws of the State of Colorado does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Colorado, these Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be:

Gardiner Broadcasting Corporation

ARTICLE II

PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing these Articles of Incorporation with the Secretary of State of the State of Colorado unless dissolved according to law.

ARTICLE III

PURPOSES AND POWERS

1. Purposes. Except as restricted by these Articles of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code.

2. General Powers. Except as restricted by these Articles of Incorporation, the Corporation shall have and may exercise all powers and rights which a corporation may exercise legally pursuant to the Colorado Corporation Code.

3. Issuance of Shares. The board of directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to a resolution properly filed with the Secretary of State of the State of Colorado.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is two hundred fifty million (250,000,000) shares of no par value each, which shares shall be designated "Common Stock". All stock when issued in payment for property or service as provided by law shall be fully paid and nonassessable. Stated value shall be determined and established by the board of directors at the time of issuance.

1. Dividends. Dividends in cash, property or shares of the Corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law.

2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, pro rata to the holders of the Common Stock.

3. Voting Rights; Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the share of Common Stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Colorado Corporation Code, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. When, with respect to any action to be taken by shareholders of this Corporation, the laws of Colorado require the vote or concurrence of the holders of two-thirds of the outstanding shares, of the shares entitled to vote thereon, such action may be taken by the vote or concurrence of a majority of such shares. Cumulative voting shall not be allowed in the election of directors of this Corporation.

4. Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

ARTICLE V

TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VI

CORPORATE OPPORTUNITY

The officers, directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's board of directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The board of directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this Corporation, through its board of directors, has designated an area of interest, the officers, directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this Corporation to

continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation (other than an officer, director or member of management) from any duties which he may have to this Corporation.

ARTICLE VII

INDEMNIFICATION

The Corporation may indemnify any director, officer, employee, fiduciary, or agency of the Corporation to the full extent permitted by the Colorado Corporation Code as in effect at the time of the conduct by such person.

ARTICLE VIII

AMENDMENTS

The Corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Colorado Corporation Code.

ARTICLE IX

ADOPTION AND AMENDMENT OF BYLAWS

The initial Bylaws of the Corporation shall be adopted by its board of directors. Subject to repeal or change by action of the shareholders, the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the board of directors. The Bylaws may contain any provisions for the regulation and